

**FORM ADV****Uniform Application for Investment Adviser Registration****Part II - Page 1**

Name of Investment Adviser: <b>Wealth Management Group, LLC</b>				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
<b>300 Rosewood Drive, Suite 103</b>	<b>Danvers</b>	<b>MA</b>	<b>01923</b>	<b>(978) 624-3000</b>

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by any government authority.**

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	June 2009	

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Applicant:

Wealth Management Group, LLC

SEC File Number:

801-67868

Date:

06/25/2009

1. A. **Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service.

(See instruction below.)

**Applicant:**

- |                                     |     |   |     |
|-------------------------------------|-----|---|-----|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services . . . . .  | 98% |
| <input type="checkbox"/>            | (2) | Manages investment advisory accounts not involving investment supervisory services . . . . .  | %   |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above . . . . .  | 1%  |
| <input type="checkbox"/>            | (4) | Issues periodicals about securities by subscription . . . . .   | %   |
| <input type="checkbox"/>            | (5) | Issues special reports about securities not included in any service described above . . . . .   | %   |
| <input type="checkbox"/>            | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities . . . . . | %   |
| <input checked="" type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities . . . . .   | 1%  |
| <input type="checkbox"/>            | (8) | Provides a timing service . . . . .   | %   |
| <input type="checkbox"/>            | (9) | Furnishes advice about securities in any manner not described above . . . . .   | %   |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does the applicant call any of the services it checked above financial planning or some similar term? . . . . .

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

C. Applicant offers investment advisory services for: (check all that apply):

- |                                     |     |  |                          |     |                   |
|-------------------------------------|-----|--|--------------------------|-----|-------------------|
| <input checked="" type="checkbox"/> | (1) | A percentage of assets under management      | <input type="checkbox"/> | (4) | Subscription fees |
| <input checked="" type="checkbox"/> | (2) | Hourly charges                               | <input type="checkbox"/> | (5) | Commissions       |
| <input checked="" type="checkbox"/> | (3) | Fixed fees (not including subscription fees) | <input type="checkbox"/> | (6) | Other             |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of Clients** - Applicant generally provides investment advice to: (check those that apply)

- |                                     |    |                                  |                                     |    |   |
|-------------------------------------|----|----------------------------------|-------------------------------------|----|---|
| <input checked="" type="checkbox"/> | A. | Individuals                      | <input checked="" type="checkbox"/> | E. | Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/>            | B. | Banks or thrift institutions     | <input checked="" type="checkbox"/> | F. | Corporations or business entities other than those listed above |
| <input type="checkbox"/>            | C. | Investment companies             | <input type="checkbox"/>            | G. | Other (describe on Schedule F)                                  |
| <input type="checkbox"/>            | D. | Pension and profit sharing plans |                                     |    |   |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> A. Equity Securities                   | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities         |  |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on:                          |
| <input checked="" type="checkbox"/> (3) foreign issues                     | <input checked="" type="checkbox"/> (1) securities                         |
|  | <input type="checkbox"/> (2) commodities                                   |
| <input type="checkbox"/> B. Warrants                                       | <input type="checkbox"/> J. Futures contracts on:                          |
| <input checked="" type="checkbox"/> C. Corporate debt securities           | <input type="checkbox"/> (1) tangibles                                     |
| (other than commercial paper)  | <input type="checkbox"/> (2) intangibles                                   |
| <input type="checkbox"/> D. Commercial paper                               | <input type="checkbox"/> K. Interests in partnerships investing in:        |
| <input checked="" type="checkbox"/> E. Certificates of deposit             | <input checked="" type="checkbox"/> (1) real estate                        |
| <input checked="" type="checkbox"/> F. Municipal securities                | <input checked="" type="checkbox"/> (2) oil and gas interests              |
|  | <input checked="" type="checkbox"/> (3) other (explain on Schedule F)      |
| <input type="checkbox"/> G. Investment company securities                  | <input checked="" type="checkbox"/> L. Other (explain on Schedule F)       |
| <input checked="" type="checkbox"/> (1) variable life insurance            |  |
| <input checked="" type="checkbox"/> (2) variable annuities                 |  |
| <input checked="" type="checkbox"/> (3) mutual fund shares                 |  |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.**

A. Applicant's security analysis methods include: (check those that apply)

- |  |   |
|--|---|
| (1) <input type="checkbox"/> Charting    | (4) <input type="checkbox"/> Cyclical                                 |
| (2) <input type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical   |   |

B. The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input type="checkbox"/> Inspections of corporate activities              | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F)   |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |  |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)                            |  |
| (4) <input checked="" type="checkbox"/> Short sales  | (7) <input type="checkbox"/> Other (explain on Schedule F)   |

Applicant:

Wealth Management Group, LLC

SEC File Number:

801-67868

Date:

04/18/2008

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? .....

Yes No  
☒ ☐

(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- formal education after high school
- year of birth
- business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser  | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? .....

Yes No  
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? .....

Yes ☒ No ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

**Refer to Schedule F**

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

**Refer to Schedule F**

**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold? .....

Yes No

☒ ☐

(2) amount of the securities to be bought or sold? .....

Yes No

☒ ☐

(3) broker or dealer to be used? .....

Yes No

☐ ☒

(4) commission rates paid? .....

Yes No

☐ ☒

B. Does applicant or a related person suggest brokers to clients? .....

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? .....

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals? .....

Yes No

☒ ☐

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? .....

Yes No

☐ ☒

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Wealth Management Group LLC</b>	801- <b>67868</b>	<b>06/25/2009</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Wealth Management Group, LLC</b>	IRS Empl. Ident. No.: 42-1632296
Item of Form (identify)	Answer
Part II, PG 2, ITEM 1A(3)	<p>Associated Persons of Wealth Management Group, LLC provide financial planning services consistent with the clients financial and tax status, age, risk tolerance, and investment objectives. Fees are billed at a rate of \$250 per hour and are paid as services are rendered. Or: The fee for a comprehensive financial plan is \$1,250 and is paid as services are rendered. Fees are negotiable. A discounted comprehensive financial plan fee of \$950 is offered to employees of GE.</p> <p>The advisory agreement, unless otherwise stated, is for a period of one year. The Adviser or the client may terminate this Agreement at any time on thirty (30) days notice. Notice shall be in writing and delivered to the appropriate party's last known address. Any unpaid fees that have been earned by the Adviser shall be paid within fifteen (15) days of the termination of this Agreement.</p>
Part II, PG 2, ITEM 1A (7)	<p>Associated persons of Wealth Management Group, LLC provide general non-securities advice on topics including tax planning analysis, estate planning analysis, business planning, retirement planning, budgeting and cash flow, and/or fringe benefit analysis. Fees are billed at a rate of \$250 per hour and are paid as the services are rendered. Fees are negotiable.</p> <p>The advisory agreement, unless otherwise stated, is for a period of one year. The Adviser or the client may terminate this agreement at any time on thirty (30) days prior notice. Notice shall be in writing and delivered to the appropriate party's last known address. Any unpaid fees that have been earned by the Adviser shall be paid within fifteen (15) days of the termination of this Agreement.</p>
Part II, PG 2 ITEM 1D	<p>Wealth Management Group, LLC is referred to herein as "Applicant" or "Adviser". Associated persons of Adviser are referred to herein as "Advisory Representatives".</p> <p><u>Asset Allocation/Portfolio Monitoring/Asset Management Program</u> Clients wanting to engage Adviser to manage Client's account will need to establish an account ("Account") with National Financial Services and grant trading authorization to Adviser. Adviser will not maintain possession of Client's funds or securities. Custodial services for the managed Account will be provided through National Financial Services.</p> <p>Advisory Representatives will gather information on a client's financial history, goals, objectives, and financial concerns and assist Client in developing an asset allocation strategy. All information gathered from Client is confidential. Client will establish an Account and deposit cash, cash equivalents, and securities and engage in Advisory Representative to allocate the assets in the Account. Adviser offers asset allocation and portfolio monitoring services or continuous and ongoing portfolio management on either a limited discretionary basis or on a non-discretionary basis. Generally, this will consist of a periodic rebalancing of a client's existing portfolio. Typically, Adviser's minimum account size in order to obtain asset allocation and portfolio monitoring or portfolio management services is \$50,000. Based on Client's investment objectives,</p>

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Wealth Management Group LLC</b>	801- <b>67868</b>	<b>06/25/2009</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Wealth Management Group, LLC</b>		IRS Empl. Ident. No.: 42-1632296												
Item of Form (identify)	Answer													
	<p>risk tolerance, and financial situation, Client's Advisory Representative will either monitor the Account on a periodic basis or actively manage the account on a continuous and ongoing basis.</p> <p>Advisory fees will be charged in advance on a calendar quarterly basis. Initially, after establishment of the portfolio, the fee will be invoiced in arrears and will be based on the initial quarter ending balance, multiplied by the client's fee schedule, divided by 365 days, then multiplied by the number of days within the previous quarter that assets were managed. A separate billing will be provided for the initial quarter. Thereafter, the fee will be payable in advance based upon the last business day of the previous calendar quarter; therefore, clients will initially receive two billings, then one for each subsequent quarter.</p> <p>Advisory fees payable upon initial implementation of the Account are collected directly from Account, provided Client has given Adviser written authorization. Advisory fees for all subsequent periods will be charged to and collected directly from Account early in the quarter. Clients will be provided with a fee invoice that identifies the advisory fee, the value of the Account and how the fee was calculated. Additionally, Clients will be provided with an Account statement reflecting the deduction of the advisory fee. If Account does not contain sufficient funds to pay advisory fees, Adviser has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Client may reimburse Account for advisory fees paid to Adviser, except for ERISA and IRA accounts.</p> <p>Fees are negotiable and are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds. Advisory fees are in accordance with the following fee schedule:</p> <table border="0"> <thead> <tr> <th><u>ACCOUNT SIZE</u></th> <th><u>ANNUAL FEE</u></th> </tr> </thead> <tbody> <tr> <td>First \$250,000</td> <td>1.25%</td> </tr> <tr> <td>Next \$750,000</td> <td>1.00%</td> </tr> <tr> <td>Next \$2,000,000</td> <td>0.75%</td> </tr> <tr> <td>Next \$2,000,000</td> <td>0.60%</td> </tr> <tr> <td>Next \$5,000,000</td> <td>0.45%</td> </tr> </tbody> </table> <p>Advisory Representatives may recommend the purchase of non-publicly traded REITs or Limited Partnerships which pay Advisory Representatives an upfront commission. When this takes place, the asset will not be included in the quarterly calculation of the Advisory fee until the asset either liquidates, merges, or goes public.</p> <p>In addition to the advisory fees above, Client may pay fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining the Account. Adviser does not share in any portion of such fees. Additionally, Client may pay their proportionate share of the fund's management and administrative fees</p>		<u>ACCOUNT SIZE</u>	<u>ANNUAL FEE</u>	First \$250,000	1.25%	Next \$750,000	1.00%	Next \$2,000,000	0.75%	Next \$2,000,000	0.60%	Next \$5,000,000	0.45%
<u>ACCOUNT SIZE</u>	<u>ANNUAL FEE</u>													
First \$250,000	1.25%													
Next \$750,000	1.00%													
Next \$2,000,000	0.75%													
Next \$2,000,000	0.60%													
Next \$5,000,000	0.45%													

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).



**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Wealth Management Group LLC</b>	801- <b>67868</b>	<b>06/25/2009</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1.	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Wealth Management Group, LLC</b>	IRS Empl. Ident. No.: 42-1632296
Item of Form (identify)	Answer	
	<p>and sales charges as well as the mutual fund adviser's fee of any mutual funds they purchase. Such fees are not shared with Adviser and are compensation to the fund-manager. Clients should read the mutual fund prospectus prior to investing.</p> <p>Clients may make additions to Account or withdrawals from Account. No fee adjustments will be made for additions or withdrawals from the Account or for Account appreciation or depreciation.</p> <p>Clients may terminate advisory services obtained from Adviser, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with Adviser. Client will be responsible for any fees and charges incurred by Client from third parties as a result of maintaining Account, such as transaction fees for any securities transactions executed and Account maintenance or custodial fees. Thereafter, Client may terminate investment advisory services during a quarter. Client will be charged a pro-rata portion of the advisory fee for the quarter up to the date of termination. Fees collected in excess of the pro-rata fee will be returned to Client within 30 days of advisory agreement termination.</p> <p>Clients may terminate investment advisory services obtained from Adviser, without penalty, upon written notice within five (5) business days after entering into the advisory agreement with Adviser. Client will be responsible for any fees and charges incurred by Client from third parties as a result of maintaining the Account, such as transaction fees for any securities transactions executed and Account maintenance or custodial fees.</p> <p>Advisory Representatives will perform portfolio reviews and generate reports on a quarterly basis. In addition to the quarterly reports, Advisory Representatives will meet with Clients on the following schedule: \$0-\$250,000, 1 portfolio review; \$250,001-\$1,000,000, 2 portfolio reviews; \$1,000,001+, 4 portfolio reviews. Clients may also request a meeting to discuss Client's investment portfolio and to update Client's financial information should any changes occur. Client may request more frequent or less frequent meetings based on their specific needs.</p> <p><u>Private Client Group Program</u></p> <p>Clients who have \$1 million of assets on which Adviser or its Advisory Representatives receive any form of compensation will be able to participate in the program. Advisory Representatives may receive such compensation in their capacity as Advisory Representatives of Adviser or as Registered Representatives of Commonwealth Financial Network. Under this program, Client will not pay any ticket charges or retirement account maintenance fees on accounts custodied with NFS. All such fees and expenses will be born by Adviser, thus the Private Client Group Program is a wrap fee program.</p>	

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**

Applicant:	SEC File Number:	Date:
<b>Wealth Management Group LLC</b>	801- <b>67868</b>	<b>06/25/2009</b>

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: <b>Wealth Management Group, LLC</b>	IRS Empl. Ident. No.: 42-1632296
Item of Form (identify)	Answer
	<p><b>GENERAL</b></p> <p>Advice offered by Advisory Representative may involve investment in mutual funds. Mutual funds may carry loads (i.e. sales charges) that may be up-front or on a contingent deferred basis or be no-loads with no initial or contingent deferred sales charges. Fees paid to Adviser or any investment adviser for advisory services are separate from the fees and expenses charged to shareholders of mutual fund shares by the mutual fund companies. A complete explanation of fees and expenses charged by mutual funds is contained in each mutual fund's prospectus.</p> <p>Lower fees for comparable services may be available from other sources. Adviser does not maintain possession of Client funds or securities.</p> <p>Client is advised that the investment recommendations and advice offered by Adviser are not legal advice or accounting advice. Client should coordinate and discuss the impact of financial advice with their attorney and/or accountant. Client is advised that it is necessary to inform Adviser promptly with respect to any such changes in the Client's financial situation and investment goals and objectives. Failure to notify Adviser of any such changes could result in investment recommendations not meeting the needs of the Client.</p> <p><b>PRIVACY NOTICE</b></p> <p>Adviser gathers various nonpublic information from Clients in order to provide advisory products and service. Adviser does not share nonpublic information with nonaffiliated third parties except as required by law. Clients will be provided with a copy of Advisor's privacy policy upon establishment of a Client relationship with Adviser and annually thereafter as long as Client remains an active client.</p> <p><b>WARRANTEES/REPRESENTATIONS</b></p> <p>Adviser does not represent, warrantee or imply that the services or methods of analysis used by Adviser can or will predict future results, successfully identify market tops or bottoms, or insulate Client's goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by Adviser will provide a better return than other investment strategies.</p> <p><b>PROXY VOTING</b></p> <p>Adviser does not vote proxy material for clients. Each client is responsible for voting all proxy materials.</p>
Part II, PG 3 ITEM 3K	Financial plans prepared by associated persons of Wealth Management Group may include advice about direct participation programs including alternative energy programs, research and development programs, and leasing programs.
Part II, PG 3, ITEM 3L	The Adviser may provide investment advisory services with respect to buying, investing in, or selling a small business or real estate.

**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

## Continuation Sheet for Form ADV Part II

Applicant:

SEC File Number:

Date:

**Wealth Management Group LLC**

801- 67868

06/25/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:
-----------------------

**Wealth Management Group, LLC**

42-1632296

Item of Form (identify)	Answer
Part II, PG 3, ITEM 4A (5)	METHODS OF ANALYSIS, SOURCES OF INFORMATION AND INVESTMENT STRATEGIES  We do not recommend individual stocks. If our clients are investing in individual stocks, we depend on their market analysis. Our primary approach is to hire professional managers through mutual funds, individual account managers, or exchange traded funds.  For source of information see Item: 4B(8).
Part II, PG 3 ITEM 4B(8)	THE MAIN SOURCES OF INFORMATION APPLICANT USES INCLUDE:  Morningstar Historical reporting services, study group discussions, consultation with other investment professionals, analysis provided by mutual fund companies, seminars, investment periodicals, and tele-conferences with managers.
Part II, PG 4, ITEM 5	EDUCATION AND BUSINESS STANDARDS  College degree, three years of experience in the finance industry.  All Investment Advisor Representatives ("IARs") of Wealth Management Group LLC must satisfy, at a minimum the experience and education set out by the individual states where they intend to offer or recommend services. Often times, this will require the IAR to pass the North American Securities Administrators Association, Inc.'s Series 65 Uniform Investment Adviser Law Examination, the Series 66 Uniform Combined State Law Examination, or earn the Certified Financial Planner ("CFP") designation. Wealth Management Group LLC also examines the overall experience and capability of the individual before allowing him or her to offer financial planning and/or other services.
Part II, PG 4, ITEM 6	<b>Richard E. Prout</b> Year of Birth: 1948 <u>Education:</u> Suffolk University, Boston, MA – attended from 1966 to 1970, graduated in 1970 with a BA degree in Communications Suffolk University Law School, Boston, MA – attended from 1972 to 1975, graduated in 1975 with a J.D. University of Miami Law School, Coral Gables, FL. Attended from 1975 to 1976, graduated in 1976 with an LL.M Estate Planning  <u>Business Background:</u> Wealth Management Group, LLC, an investment adviser – position: Principal and Advisory Representative – 04/2004 to Present Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative and Advisory Representative – 04/1984 to Present Prout Financial Services, an investment adviser – position: Principal and Advisory Representative – 12/1995 to 03/2004

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**Continuation Sheet for Form ADV Part II**

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<b>Wealth Management Group LLC</b>	801- <b>67868</b>	<b>06/25/2009</b>

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	<p><b>Jamie A. Upson</b> Year of Birth: 1976</p> <p><u>Education:</u>  St. Anselm College, Manchester, NH; attended from 1995 to 1999, graduated in 1999 with a BA degree in Liberal Arts  Boston University, Boston, MA; Attended 1 Year towards MBA in Finance.  College for Financial Planning, Greenwood Village, CO – 2001, obtained Chartered Mutual Fund Counselor™ certification  College for Financial Planning, Greenwood Village, CO – 2003, obtained Accredited Asset Management Specialist™ certification  Kaplan College, Ft. Lauderdale, FL – 2006, obtained CERTIFIED FINANCIAL PLANNER™ certification.</p> <p><u>Business Background:</u>  Wealth Management Group, LLC, an investment adviser – position: VP of Portfolio Management and Advisory Representative – 04/2004 to Present  Commonwealth Financial Network, a broker/dealer/investment adviser – position: Registered Representative and Advisory Representative – 06/2000 to Present  Prout Financial Services, an investment adviser – position: Fund Analyst – 06/2000 to 03/2004, Advisory Representative – 8/2003 to 3/2004  Fidelity Investments, brokerage services – position: Brokerage Trader– 08/1999 to 06/2000.</p>	
Part II, PG 5, ITEMS 9B, 9E	<p>9B. The associated persons of Wealth Management Group, LLC may at the client's complete discretion, execute securities transactions through Commonwealth Equity Services, LLP DBA Commonwealth Financial Network ("Commonwealth"). In such instances, the associated persons may receive commissions for such transactions. Commissions may be higher or lower at Commonwealth than at other Broker/Dealers. The possible receipt of said commissions and the possibility of any conflict of interest are fully disclosed in advance.</p> <p>9E. The associated persons of Wealth Management Group, LLC and/or other employees of Wealth Management Group, LLC may from time to time buy or sell for their own personal accounts, securities which have also been recommended to clients. Any such securities are likely to be insignificant in relation to the market as a whole. As a practice the transactions, if any, of the associated persons of Wealth Management Group, LLC are executed after related clients transactions have been executed. Advisory Representatives will not put their interests before a client's interest. Advisory Representatives may not trade ahead of their clients or trade in such a way to obtain a better price for themselves than for their clients. However, in all cases, full disclosure is provided to the client. Adviser is required to maintain a list of all securities holdings for its associated persons. Further, associated persons are prohibited from trading on non-public information or sharing such information. Clients have the right to decline any investment recommendation. Adviser and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.</p>	

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	<b>CODE OF ETHICS</b> Adviser has a fiduciary duty to Clients to act in the best interest of the Client and always place the Client's interests first and foremost. Adviser takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as Adviser's policies and procedures, which Adviser maintains. Further, Adviser strives to handle Clients' non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides Clients with Adviser's Privacy Policy. As such, Adviser maintains a Code of Ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about Client transactions. Further, Adviser's Code of Ethics establishes Adviser's expectation for business conduct. A copy of our Code of Ethics will be provided to any Client or prospective Client upon request.
Part II, PG 5, Item 10	Adviser generally requires a minimum amount of assets be deposited to an account for the purpose of obtaining asset allocation/portfolio management and ongoing asset management services. As further disclosed in Item 1D, Adviser will generally require clients to deposit a minimum of \$50,000 (cash or securities) to a brokerage account in order to participate in investment advisory services offered by Adviser. However, under certain circumstances, Adviser may waive the minimum account size requirement and accept accounts less than \$50,000. Such circumstances may include but not be limited to additional assets will soon be deposited or client has other accounts with Adviser. Clients are advised that performance may suffer due to difficulties with diversifying smaller accounts and due to the risk controls potentially being compromised. Performance of smaller accounts may vary from the performance of accounts with more dollars invested since fluctuations in the market may have a greater affect on a less diversified portfolio.
Part II, PG 5, Item 11A, 11B	11A. Financial plans are prepared for clients who have retained Wealth Management Group, LLC services for this purpose. Upon completion of the plans, Richard E. Prout, President, or Jamie A. Upson, Executive Vice President will meet with every client to review the plan and answer any questions the client may have about the contents of the plan. There are no different levels of review. After this consultation, there are no further reviews unless the client requests additional meetings. Advisory Representatives will perform portfolio reviews and generate reports on a quarterly basis. In addition to the quarterly reports, Advisory Representatives will meet with Clients on the following schedule: \$0-\$250,000, 1 portfolio review; \$250,001-\$1,000,000, 2 portfolio reviews; \$1,000,001+, 4 portfolio reviews. Clients may request more frequent reviews and may set thresholds for triggering events that would cause a review to take place. Generally, Advisory Representatives will monitor for changes or shifts in the economy, changes to the management and structure of a mutual fund or company in which clients assets are invested, and market shifts and corrections. Clients are advised that they should notify

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	<p>their Advisory Representative promptly of any changes to Client's financial goals, objectives, or financial situation as such changes may require Advisory Representative to review Client's portfolio and make recommendations for changes.</p> <p>11B. Financial planning clients receive no reports other than those described in 11A. However, the client may, at his or her discretion, choose to implement the financial plan through Adviser in the associated person's capacity of registered representative. In that event, the client will receive monthly, quarterly, and/or annual statements from investment companies, product sponsors, broker/dealers, and/or custodians. Clients will be provided with account statements reflecting the transactions occurring in the Client's account at least on a quarterly basis. Client will be provided with confirmations for each securities transaction executed in the client's account. As indicated above, depending on the services requested by client, Representative will provide account holding reports reflecting the holdings in client's account and the value of the securities.</p>	
Part II, PG 6, ITEM 12 A	<p>Client may grant Adviser authorization to manage Client's account on a discretionary basis. Client will grant such authority to Adviser by execution of the Client agreement. Client may terminate discretionary authorization at any time upon receipt of written notice by Adviser. Additionally, Client is advised that:</p> <ol style="list-style-type: none"> <li>1) Client may set parameters with respect to when account should be rebalanced and set trading restrictions or limitations;</li> <li>2) Advisory Representative must obtain written Client consent to establish any mutual fund, variable annuity, or brokerage account;</li> <li>3) Adviser requires the use of Advisory Representative's broker/dealer for sales in commissionable mutual funds or variable annuities.</li> </ol> <p>Discretionary trading authority is limited to the purchase and sale of securities that are aligned with the Client's overall goals and objectives. Client will be responsible for all minimum transaction expenses associated with the purchase and sale of securities. The Adviser and Advisory Representatives will not share in these transaction fees, which are not commissions, but are to defray the expenses incurred in facilitating the execution and clearing of Client's portfolio transactions through National Financial Services.</p>	
Part II, PG 6, ITEM 12B	<p>Refer to disclosure under Miscellaneous below.</p> <p>The associated persons of Wealth Management Group, LLC are Registered Representatives of Commonwealth Financial Network, a registered broker/dealer, member FINRA and SIPC. They may have limited access to certain product sponsors where selling agreements have been executed by Commonwealth.</p> <p>The associated persons of Wealth Management Group, LLC who are Registered Representatives of Commonwealth are subject to FINRA Conduct Rule 3040 which may restrict such registered individuals from conducting securities transactions away</p>	

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	<p>from Commonwealth unless Commonwealth provides the Representative with written authorization. Therefore, clients are advised that Advisory Representatives may be limited to conducting securities transactions through Commonwealth and its clearing firm, National Financial Services.</p> <p>The associated persons of Wealth Management Group LLC may suggest that financial planning clients use Commonwealth Equity Services, LLP DBA Commonwealth Financial Network ("Commonwealth") as the broker/dealer for executing securities transactions. Clients are not obligated to use Commonwealth as the broker/dealer, and are free to use the broker/dealer of their choice. However, if the financial planning client wishes to implement the plan through the associated persons of Wealth Management Group, LLC, then the Client may only use Commonwealth to do so.</p> <p>Client transactions will be charged according to Commonwealth's then current commission schedule and clients may pay higher or lower commission rates and other fees than otherwise available. The client may be assessed transaction fees charge by custodians and/or product sponsors, in addition to commissions, all of which are fully disclosed to the client. These fees and expenses are separate and distinct from any financial planning fee(s) charged by associated persons of Wealth Management Group, LLC.</p> <p>In an effort to strive for best execution and to possibly reduce the price per share and/or other costs to clients, Wealth Management Group, LLC may use block trades when placing trades for multiple clients that involve the same security. Adviser conducts aggregated transactions in a manner designed to ensure that no participating client is favored over another client. Participating clients will obtain the average share price per share for the security executed that day. To the extent the aggregated order is not filled in its entirety and when possible, securities purchased or sold in an aggregated transaction will be allocated pro-rata to the participating client accounts in proportion to the size of the orders placed for each account. Under certain circumstances, the amount of securities maybe increased or decreased to avoid holding odd-lot or a small number of shares for particular clients.</p> <p>When dealing with a thinly traded security, Adviser reserves the right to send blocks of clients (at random) to the Commonwealth Trading Department. This strategy is to the clients' benefit in that partial fills allocated among client accounts require another set of trading fees if orders are not all filled in the same trading day. This situation rarely occurs, but when it does, it is worked on in conjunction with the Commonwealth Trading Department and Compliance Department.</p> <p>The products offered by Wealth Management Group, LLC are described in Part II, Item 3, and the services offered are described in Part II, Items 1A and 1D. Research is conducted by the means described in Part II, Item 4A and 4B, and if there is a separate fee for this research if it stipulated in Part II, Item 1A and 1D.</p>	

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Part II, PG 6, ITEM 13A	<p>Adviser may receive research and other products designed to help it grow and manage its business from CFN and/or other outside vendors selected. None of these are paid for in soft dollars and the research may be used for all clients of Adviser whether or not the Client is paying for the service/research. Advisory Representatives may also receive benefits such as assistance with conferences and educational meetings from product sponsors.</p> <p>Adviser has initiated a policy whereby all 12b-1 fees will be credited back to Asset Allocation/Portfolio Monitoring/Asset Management accounts.</p>	
Part II, PG 6, ITEM 13B	<p>Adviser and its Advisory Representatives may enter into arrangements with individuals ("Solicitor") whereby the Solicitor will refer clients who may be a candidate for investment advisory services offered by Adviser. In return, Adviser will agree to compensate the Solicitor for the referral. Compensation to the Solicitor is dependent on the client entering into an advisory agreement with Adviser for advisory services. Compensation to solicitor will be a percentage of Adviser's advisory fee or a flat fee as agreed upon between Adviser and Solicitor. Adviser's referral program is in compliance with the federal regulations as set out in 17 CFR section 275.206(4)-3. The solicitation/referral fee is paid pursuant to a written agreement entered into between Adviser and Solicitor. The Solicitor will be required to provide the client with a copy of Adviser's Form ADV Part II and a Solicitor Disclosure brochure at the time the referral is made to Adviser. Solicitor is not permitted to offer the client any investment advice on behalf of Adviser. Clients' advisory fees will not be increased as a result of compensation being shared with Solicitor.</p>	
Miscellaneous	<p><b>OTHER BUSINESS ACTIVITIES</b></p> <p>The associated persons of Wealth Management Group, LLC are Registered Representatives and Advisory Representatives of Commonwealth Equity Services, LLP DBA Commonwealth Financial Network ("Commonwealth"). Clients are under no obligation to purchase or sell securities through Advisory Representatives. However, if they choose to implement the plan, commissions may be earned in addition to any fees paid for advisory services. Commissions may be higher or lower at Commonwealth than at other Broker/Dealers. Advisory Representatives may have a conflict of interest in having clients purchase securities and/or insurance related products through Commonwealth in that the higher their production with Commonwealth the greater potential for obtaining a higher pay-out on commissions earned. Further, Advisory Representatives may be restricted to only offering those products and services that have been reviewed and approved for offering to the public through Commonwealth. Commonwealth is a FINRA-registered broker/dealer, and is also licensed as a broker/dealer with the states in which Commonwealth's or its representatives offer securities to clients. Commonwealth's Registered Representatives may act as the advisory client's representative in the execution of securities transactions on a normal and customary basis. They spend approximately 10% of their time offering securities products on a commission basis. The applicable provisions of Section 206 of the</p>	

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	<p>Investment Adviser's Act of 1940 are strictly complied within the execution of each transaction.</p> <p>The associated persons of Wealth Management Group, LLC, in their dual capacity, may refer clients to Commonwealth Equity Services, LLP DBA Commonwealth Financial Network ("Commonwealth"), an investment advisory firm registered with the U.S. Securities and Exchange Commission. These services include but are not limited to: Commonwealth's PPS Custom, PPS Direct, PPS Select Account, PPS Retirement Solutions program, and the PPS Consulting program. All of these programs may be offered to suitable clients. Clients shall received Commonwealth's Form ADV Part II which fully describes the operation of and fees associated with the respective program(s). Additionally, the associated persons of Wealth Management Group, LLC, in their dual capacity, may offer the services of various third party investment advisers through this association with Commonwealth. In return, the associated persons may share in a portion of the third party adviser's advisory fee. Clients shall receive the third party adviser's Form ADV Part II or equivalent brochure (in the case of SEI's AMP disclosure is made to the client via Commonwealth's Form ADV Part II).</p> <p>Certain associated persons of Wealth Management Group, LLC are licensed life, health, and accident insurance brokers with the appropriate state Departments of Insurance, and may receive commissions on insurance products sold. In such instances there is no advisory fee associated with these insurance products. They spend approximately 1% of their time offering insurance products.</p> <p><b>For Massachusetts Residents:</b> Massachusetts General Laws Section 203A requires disclosure that information about the disciplinary history and the registration of said Investment Adviser and its associated person(s) may be obtained by contacting the Public Reference Branch of the Securities and Exchange Commission at (202) 942-8090 or the Massachusetts Securities Division at (617) 727-3548.</p>

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